

## **STANDARD PATENT LICENSE AGREEMENT**

This patent license agreement (hereinafter referred to as the "**AGREEMENT**"), is made and entered into by and between :

**GEMALTO N.V.**, a company organized and existing under the laws of the Netherlands, registered under the number 272 550 26 and having its principal place of business at Joop Geesinkweg 541-542, 1096 AX AMSTERDAM, The Netherlands (hereinafter referred to as "**LICENSOR**"), and acting for itself and on behalf of its **AFFILIATED UNDERTAKINGS** for the purposes of Section 2.1,

and

....., a corporation existing and organized under the laws of ....., and having its principal place of business ..... (hereinafter referred to as "**LICENSEE**"), and who is an actual or potential smart card competitor of **LICENSOR** operating in the EEA, and who is acting for itself and on behalf of its **AFFILIATED UNDERTAKINGS** for the purposes of Sections 1.2, 1.5 and 6.4 ,

Both being hereinafter individually referred to as a "**Party**" and collectively as the "**Parties**".

### **WITNESSETH :**

**WHEREAS**, **LICENSOR** and its **AFFILIATED UNDERTAKINGS** are the owners of patent rights (hereinafter referred to as "**LICENSED PATENTS**"),

**WHEREAS**, **LICENSOR**, acting for itself and on behalf of said **AFFILIATED UNDERTAKINGS** desires to grant to **LICENSEE** a license under the **LICENSED PATENTS** pursuant to the terms and conditions hereinafter set forth,

**WHEREAS**, **LICENSEE** desires to be granted such license under the **LICENSED PATENTS** pursuant to the terms and conditions hereinafter set forth, and accordingly **LICENSEE** sent to a written request to **LICENSOR** for such license on xx/yy/zzzz (hereinafter referred to as "**REQUEST DATE**") ,

**NOW THEREFORE**, in consideration of the mutual covenants hereafter set forth, **LICENSOR** and **LICENSEE** hereby agree as follows :

### **ARTICLE 1 - DEFINITIONS :**

Terms in this **AGREEMENT** which are capitalized shall have the meanings set forth below or as defined elsewhere in this **AGREEMENT**. Any term, whether used in a plural or a singular form, shall have the same meaning.

- 1.1 "**AFFILIATED UNDERTAKINGS**" shall mean, with respect to an undertaking, other undertakings controlled by the first undertaking and/or by the ultimate parents of the first undertaking, whereby the notion of control shall be interpreted pursuant to Article 3 of Council Regulation (EC) No. 139/2004 as amended ("Merger Regulation") and in light of the Commission Notice on the concept of concentration under the Merger Regulation.
- 1.2 "**BLOCKING PATENT**" shall mean a patent or patent application owned by **LICENSEE** and/or its **AFFILIATED UNDERTAKINGS** covering SIM, smart payment card or smart ID

LICENSOR Initials.....

LICENSEE Initials .....